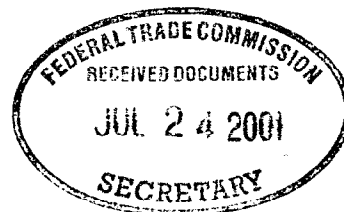


UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION



In the Matter of

SCHERING-PLOUGH CORPORATION,
a corporation,

UPSHER-SMITH LABORATORIES, INC.,
a corporation,

and

AMERICAN HOME PRODUCTS
CORPORATION,
a corporation.

Docket No. 9297

STIPULATION

Complaint Counsel and Respondent Upsher-Smith Laboratories stipulate to the following:

- Complaint Counsel's time to file an Answer to Upsher-Smith Laboratories' Motion to Dismiss the Complaint is extended to August 8, 2001;
- Respondent Upsher-Smith Laboratories is permitted to file a reply to Complaint Counsel's Answer to Upsher-Smith Laboratories' Motion to Dismiss the Complaint on or before August 15, 2001.

By: Karen G. Bokar
Karen G. Bokar, Esq.
Federal Trade Commission
601 Pennsylvania Avenue
Washington, D.C. 20580

Complaint Counsel

By: Christopher M. Curran
Christopher M. Curran
White & Case, L.L.P.
601 13th Street, N.W.
Washington, D.C. 20005
by RLM

Counsel for Upsher-Smith Laboratories

SO ORDERED:

D. Michael Chappell
Administrative Law Judge

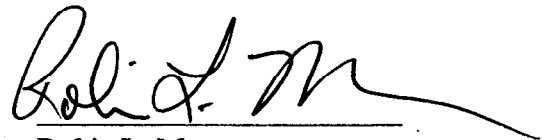
CERTIFICATE OF SERVICE

I, Robin L. Moore, hereby certify that on July 24, 2001, I caused a copy of the Stipulation reached by complaint counsel and respondent, Upsher-Smith Laboratories, to be served upon the following persons by facsimile and Federal Express.

Christopher M. Curran, Esq.
White & Case LLP
601 13th Street, N.W.
Washington, D.C. 20005

Cathy Hoffman, Esq.
Arnold & Porter
555 Twelfth Street, N.W.
Washington, D.C. 20004-1206

Laura S. Shores, Esq.
Howrey Simon Arnold & White
1299 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2402

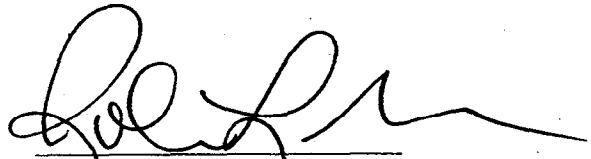
A handwritten signature in black ink, appearing to read "Robin L. Moore", with a long horizontal flourish extending to the right.

Robin L. Moore
Complaint Counsel

CERTIFICATE OF SERVICE

I, Robin L. Moore, hereby certify that on July 24, 2001, I caused a copy of the Stipulation reached by complaint counsel and respondent, Upsher-Smith Laboratories, to be served upon the following persons by hand delivery.

Hon. D. Michael Chappell
Administrative Law Judge
Federal Trade Commission
Room 104
600 Pennsylvania Avenue, N.W.
Washington, D.C. 20580

A handwritten signature in black ink, appearing to read 'Robin L. Moore', written over a horizontal line.

Robin L. Moore
Complaint Counsel